

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:
	:
<b>LYONDELL CHEMICAL COMPANY, <u>et al.</u>,</b>	:
	:
<b>Debtors.</b>	:
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**Chapter 11**

**Case No. 09-10023 (REG)**

**Jointly Administered**

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO  
IMPAIRED CLASSES DEEMED TO REJECT THE PLAN**

**PLEASE TAKE NOTICE** that on [October 14, 2009], the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order (the “Disclosure Statement Order”) approving the Debtors’ Disclosure Statement, dated September 11, 2009 (as may be amended, the “Disclosure Statement”), filed by Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), and directed the Debtors to solicit votes with regard to the approval or rejection of the *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, dated September 11, 2009 (the “Plan”).

**PLEASE TAKE FURTHER NOTICE** that a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will be held at [\_\_:\_\_ .m.] prevailing Eastern time, on [November 30, 2009], before the Honorable Judge Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

**PLEASE TAKE FURTHER NOTICE** that any objections to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:00 p.m. (prevailing Eastern time), on the date that is five (5) business days prior to the Confirmation Hearing, by: (a) the Clerk of the Court, (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Debtors, One World Financial Center, New York, New York 10281 (Attn: George A. Davis, Esq. and Andrew M. Troop, Esq.); (c) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); (d) Davis, Polk & Wardwell, attorneys for the agents for the Debtors’ postpetition credit facilities, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich, Esq.); (e) Simpson Thacher & Bartlett LLP, attorneys for UBS AG, Stamford Branch, as Term DIP Agent, 425 Lexington

Avenue, New York, New York 10017 (Attn: Kathrine McLendon and Anne L. Knight, Esq.); (f) Mayer Brown LLP, attorneys for the agents for the Debtors' postpetition credit facilities, 1675 Broadway, New York, NY 10019 (Attn: Brian Trust, Esq.); and (g) Brown Rudnick LLP, attorneys for the Official Committee of Unsecured Creditors, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven D. Pohl, Esq.).

**PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN; AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU WANT TO REQUEST A COPY OF THE DISCLOSURE STATEMENT ORDER, THE PLAN, OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE WEBSITE OF THE DEBTORS' BALLOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS LLC, AT [WWW.EPIQBANKRUPTCYSOLUTIONS.COM](http://WWW.EPIQBANKRUPTCYSOLUTIONS.COM), OR CONTACT THEM AT:**

Epiq Financial Balloting Group  
757 Third Avenue, 3rd Floor  
New York, NY 10017  
Attn: Lyondell Tabulation  
Telephone: [\_\_\_\_]

**PLEASE TAKE FURTHER NOTICE** that if you disagree with the Debtors' classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before November [18], 2009 at 4:00 p.m. prevailing Eastern Time. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing, which hearing may be held contemporaneously with the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.

Dated: New York, New York  
\_\_\_\_\_, 2009

CADWALADER, WICKERSHAM & TAFT LLP

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In re:

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Chapter 11

LYONDELL CHEMICAL COMPANY, et al.,

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